

Godrej Industries Limited
Regd. Office: Godrej One,
Pirojshanagar,
Eastern Express Highway,
Vikhroli (E), Mumbai 400079. India.
Tel.: 91-22-2518 8010/8020/8030
Fax: 91-22-2518 8068/8063/8074
Website: www.godrejindustries.com

CIN: L24241MH1988PLC097781

Dated: March 27, 2020

To,
BSE Limited
P. J. Towers, Dalal Street, Fort
Mumbai – 400 001

To,
National Stock Exchange of India Limited
Exchange Plaza, Bandra - Kurla Complex,
Bandra (East), Mumbai-400 051

Ref.: BSE Scrip Code No. "500164"

Ref.: "GODREJIND"

Sub.: Disclosure of Voting Results of Postal Ballot (including voting by electronic means) pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

In terms of the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Voting Results on the special businesses transacted through Postal Ballot Notice dated February 13, 2020, along with the consolidated Scrutinizer's Report on e-voting and Postal Ballot.

It may please be noted that as per the Report of the Scrutinizer dated March 27, 2020 issued by Mr. Kalidas Vanjpe, Practicing Company Secretary, the Special Resolutions as per Postal Ballot Notice dated February 13, 2020 stand passed with requisite majority. The Special Resolutions are deemed to have been passed on the last date of the receipt of duly completed Postal Ballot Forms and E-voting, i.e., on March 26, 2020.

The above information is also being uploaded on the Company's website, viz., www.godrejindustries.com.

Kindly take the above information on record.

Thanking you,

Yours sincerely,

For Godrej Industries Limited

Tejal Jariwala
Company Secretary & Compliance Officer
(FCS 9871)

Encl: A/a





Report of Scrutinizer on E-Voting and Postal Ballot process

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
Godrej Industries Limited
Godrej One, Pirojshanagar
Eastern Express Highway, Vikhroli (East),
Mumbai – 400079, Maharashtra, Mumbai

Dear Sir,

Sub:- Scrutinizer's Report on E-Voting and Postal Ballot process conducted pursuant to provisions of Section 108 and 110 of Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules 2014

Godrej Industries Limited has appointed me as the Scrutinizer for conducting the Postal Ballot and E-Voting process for approving the resolutions as mentioned in the Postal Ballot Notice dated February 13, 2020.

The Management of the Company is responsible to ensure the compliance with the requirements of Companies Act, 2013 and the Rules framed thereunder relating to voting through electronic means and Postal Ballot on the resolutions as stated in the Postal Ballot Notice. My responsibility as Scrutinizer is restricted to ensure that the E-voting process and Postal Ballot process is conducted in a fair and transparent manner and to issue the Scrutinizer's Report on the votes cast "FOR" or "AGAINST" the resolutions stated above, based on the Postal Ballots received by the Company and the Reports generated from the E-voting system provided by the Central Depository Services (India) Ltd ("CDSL"), the Authorized Agency to provide e-voting facilities, engaged by the Company.

I submit my report as under:

1. The Company had on February 25, 2020, completed the dispatch of the Notice of Postal Ballot along with the Explanatory Statement as required under the provisions of the Companies Act, 2013, and applicable SEBI regulations to all its Equity Shareholders whose name(s) appeared on the Register of Members / List of Beneficial owners on the cut-off date, i.e., February 7, 2020.

2. The Postal Ballot process has been conducted in accordance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules 2014 (including any amendment(s) / modification(s) / re-enactment(s) thereto). The Company had also provided E-voting facility as an alternative to its Shareholders and had engaged the services of CDSL for this purpose.
3. The voting through Postal Ballot and E-Voting had commenced on Wednesday, February 26, 2020 at 9.00 a.m. and had ended on Thursday, March 26, 2020 at 5.00 p.m.
4. After the time fixed for closing of the Postal Ballot and E-Voting process, i.e., on Thursday, March 26, 2020 after 5.00 p.m., I had downloaded the data of E-voting from CDSL. The Report was tabulated and the data reading the final E-voting was diligently scrutinized.
5. The Particulars of all Postal Ballots and Electronic votes received from / cast by the Equity Shareholders have been entered in the electronic register separately maintained for the purpose.
6. The Postal Ballot forms were scrutinized and the shareholding was matched / confirmed with the list of Beneficial Owners, as on the cut-off date, Friday, February 7, 2020.
7. All Postal Ballot forms and e-votes received upto 5.00 p.m. on Thursday, March 26, 2020, being the last date and time fixed by the Company for receipt of the forms, were considered for scrutiny.
8. There were no invalid Postal Ballot forms.
9. On proper scrutiny of all the Postal Ballot forms and E-votes, the summary of the Postal Ballot and E-Votes received from the Shareholders was prepared and the same is given in the Annexure annexed with this Report.
10. In Respect of resolutions, since the votes cast FOR the resolutions exceeds number of votes cast AGAINST the resolutions, the Resolutions are considered to be duly passed by requisite majority.
11. The Postal Ballot forms and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safekeeping.

12. You are requested to declare the said Voting Results to the Shareholders of the Company.

Thanking you,
Yours faithfully,

Sd/-

Kalidas Vanjpe
Practising Company Secretary
FCS 7132 CP 3413

For Godrej Industries Limited

Sd/-

Adi B. Godrej
Chairman

Dated :- March 27, 2020

Place:- Thane

[Home](#)[Validate](#)**Resolution (1)**

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		Yes						
Description of resolution considered		Approval for re-appointment of and remuneration payable to Mr. Nadir B. Godrej as the Managing Director of the Company for a period of 3 years, w.e.f. 1.4.2020 to 31.03.2023						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		206550066	100.0000	206550066	0	100.0000	0.0000
	Poll	206550066	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	206550066	206550066	100.0000	206550066	0	100.0000	0.0000
Public-Institutions	E-Voting		49107482	88.0190	49107482	0	100.0000	0.0000
	Poll	55791913	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	55791913	49107482	88.0190	49107482	0	100.0000	0.0000
Public- Non Institutions	E-Voting		51792902	69.8733	51792437	465	99.9991	0.0009
	Poll	74124037	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		295428	0.3986	294882	546	99.8152	0.1848
	Total	74124037	52088330	70.2718	52087319	1011	99.9981	0.0019
Total		336466016	307745878	91.4642	307744867	1011	99.9997	0.0003
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for remuneration payable to Mr. Nadir B. Godrej, Managing Director in terms of Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015 for the FY 2019-20				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		206550066	100.0000	206550066	0	100.0000	0.0000
	Poll	206550066	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	206550066	206550066	100.0000	206550066	0	100.0000	0.0000
Public-Institutions	E-Voting		49107482	88.0190	48186485	920997	98.1245	1.8755
	Poll	55791913	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	55791913	49107482	88.0190	48186485	920997	98.1245	1.8755
Public- Non Institutions	E-Voting		51792902	69.8733	51792436	466	99.9991	0.0009
	Poll	74124037	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		295428	0.3986	294847	581	99.8033	0.1967
	Total	74124037	52088330	70.2718	52087283	1047	99.9980	0.0020
Total		336466016	307745878	91.4642	306823834	922044	99.7004	0.2996
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for Remuneration payable to Ms. Tanya Dubash Whole Time Director in terms of Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015 (01.04.2019 - 31.03.2022)				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		206550066	100.0000	206550066	0	100.0000	0.0000
	Poll	206550066	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	206550066	206550066	100.0000	206550066	0	100.0000	0.0000
Public-Institutions	E-Voting		49107482	88.0190	48941921	165561	99.6629	0.3371
	Poll	55791913	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	55791913	49107482	88.0190	48941921	165561	99.6629	0.3371
Public- Non Institutions	E-Voting		51792902	69.8733	51792197	705	99.9986	0.0014
	Poll	74124037	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		295428	0.3986	294847	581	99.8033	0.1967
	Total	74124037	52088330	70.2718	52087044	1286	99.9975	0.0025
Total		336466016	307745878	91.4642	307579031	166847	99.9458	0.0542
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for further investment of upto Rs.500 Crore (Rupees Five Hundred Crore) in Godrej Agrovet Limited				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		206550066	100.0000	206550066	0	100.0000	0.0000
	Poll	206550066	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	206550066	206550066	100.0000	206550066	0	100.0000	0.0000
Public-Institutions	E-Voting		49107482	88.0190	42568972	6538510	86.6853	13.3147
	Poll	55791913	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	55791913	49107482	88.0190	42568972	6538510	86.6853	13.3147
Public- Non Institutions	E-Voting		51792902	69.8733	51792321	581	99.9989	0.0011
	Poll	74124037	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		295428	0.3986	295156	272	99.9079	0.0921
	Total	74124037	52088330	70.2718	52087477	853	99.9984	0.0016
Total		336466016	307745878	91.4642	301206515	6539363	97.8751	2.1249
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0